

ICC Copy
14863-L

SUPPLEMENT TO ASSIGNMENT OF LEASES
SUPPLEMENT NO. 5

TO

SCHEDULE 1

ANNEXED TO ASSIGNMENT OF LEASES

DATED AS OF DECEMBER 13, 1985

BY

ACF INDUSTRIES, INCORPORATED

("ASSIGNOR")

TO

FLEET NATIONAL BANK, AS AGENT ("AGENT")

RECORDATION NO. 14863-L Filed 1425

JUN 11 1987-11 40 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Assignor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule I to the Assignment is hereby amended and supplemented by the addition thereto of the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed (the


"Leases") and Assignor confirms that the Leases are to be covered by and assigned to the Agent pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 10th day of June, 1987.


ACF INDUSTRIES, INCORPORATED

By

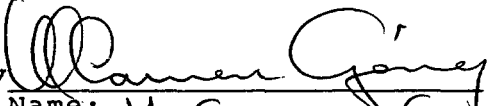

Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By


Name: Kimberly Hunt
Title: SVP

By


Name: M. Carmen Gomez
Title: Corp. Lending Officer

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
39747 - 39749	3	\$ 2,278,431	C214
39752 - 39755	4		
39770	1		
39775	1		
39778 - 39822	45		
40851 - 41036	186	8,378,531	"
41037 - 41049	13	762,530	"
41051 - 41054	4		
64501 - 64535	35	1,869,298	"
64607 - 64700	94	4,949,096	
65021	1		
65036	1		
65053	1		
41076 - 41077	2	127,173	C614
51426	1	68,585	"
51373	1	63,821	"
51392	1	72,259	"
51393	1	62,217	"
51394 - 51404	11	1,439,485	"
51406	1		
51408 - 51414	7		
51416 - 51419	4		
51427 - 51428	2	138,926	"
51429 - 51432	4	260,360	
51436 - 51455	20	1,367,280	"
51462 - 51467	6	400,716	"
51468 - 51477	10	657,130	"
51485 - 51488	4	258,484	"

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
51489 - 51492	4	263,904	
41066 - 41075	10	476,374	C714
71812 - 71826	15	693,286	T055
71591 - 71599	9	628,550	T073
71758 - 71778	21	730,571	T103
71571 - 71590	20	708,968	T104
71600 - 71649	50	3,130,024	"
71683 - 71687	5	195,041	"
71782 - 71806	25	932,716	"
71670 - 71682	13	723,827	T105
71779 - 71781	3	114,555	"
71717 - 71721	5	223,385	T106
71722 - 71757	36	1,350,414	T107
71541 - 71560	20	913,626	T108
77298 - 77299	2	661,822	T544
77301 - 77306	6		
77308 - 77312	5		
77314	1		
77292 - 77297	6	408,406	T906
Total		\$35,309,791	

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Havlett Avenue, MERRICK, N.Y. that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1988

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came Kimberly N. Hunt to me known, who being to me duly sworn, did depose and say that she resides at 130 E. 67th St., N.Y., N.Y. 10021 that she is the Asst. Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came M. Carmen Gomez to me known, who being to me duly sworn, did depose and say that she resides at 144-20 38th Avenue, Flushing, NY 11354 that she is the Corporate Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990